

DOCKET FILE COPY ORIGINAL

PART 101

Form 704 for SNET Cellular

CC 98-25

ARNOLD & PORTER

555 TWELFTH STREET, N.W.
WASHINGTON, D.C. 20004-1206

PHILIP W. HORTON
(202) 942-5787

(202) 942-5000
FACSIMILE: (202) 942-5999

NEW YORK

DENVER

LOS ANGELES

LONDON

COPY

February 20, 1998

Federal Communications Commission
Common Carrier Domestic Radio
P.O. Box 358680
Pittsburgh, PA 15251-5680

Re: Application of Southern New England
Telecommunications Corporation and
SBC Communications Inc. for Authority, Pursuant
to Part 101 of the Commission's Rules, to
Transfer Control of Licenses Controlled by
Southern New England Telecommunications
Corporation

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the application of SBC Communications Inc. and Southern New England Telecommunications Corporation for authority pursuant to Part 101 of the Commission's Rules to transfer control of certain licenses under Part 101 held by SNET Cellular, Inc. (Call Signs WLL933 et al.). Also enclosed is a check payable to the Federal Communications Commission in the amount of \$1,195.00 for the prescribed filing fee.

Please direct questions or correspondence concerning SBC Communications Inc.'s portion of this application to:

Wayne Watts
General Attorney
SBC Communications Inc.
175 E. Houston
San Antonio, TX 78205
210-351-3476 (voice)
210-351-3488 (facsimile)

Please direct questions or correspondence concerning the portion of this application dealing with Southern New England Telecommunications Corporation (and its subsidiaries) to:

ARNOLD & PORTER

Federal Communications Commission
February 20, 1998
Page 2

Alfred J. Brunetti
Assistant General Counsel
Southern New England Telecommunications
Corporation
227 Church Street
New Haven, CT 06510
203-771-5507 (voice)
203-771-6577 (facsimile)

Thank you for your assistance.

Sincerely,



Philip Horton

Enclosures

ARNOLD & PORTER

555 Twelfth Street, N.W.
Washington, D.C. 20004-1202

Bankers Trust (Delaware)
Wilmington, Delaware
in Cooperation With
Crestar Bank N.A. **CRESTAR**
Washington, DC

325462

02-30
311 

Date February 20, 1998

PAY ONE THOUSAND ONE HUNDRED NINETY-FIVE & NO/100

DOLLARS \$ 1,195.00

CDA Number 200564367

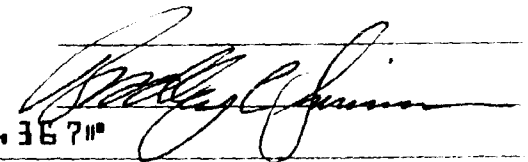
PAY
TO
THE
ORDER
OF

FCC

ARNOLD & PORTER

⑈000325462⑈ ⑆031100380⑆

00564367⑈



Invoice: 021196 02/19/1998 Amount: 1195.00
Form 704 Transfer of SBC Cellular, Inc. licenses to SBC

325462

FCC 704
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0048
Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

SNET CELLULAR, INC.

Mailing Street Address or P. O. Box, City, State and ZIP Code

500 ENTERPRISE DRIVE, ROCKY HILL, CT 06067

Call Sign or Other FCC Identifier

WLL933, ET AL. (SEE EXHIBIT 1)

Internet Address

wendy.bluemling@snet.com

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CCP	1	\$ 70.00
2	CAP	25	\$1,125.00

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.

Remit this amount with your application. >>> \$1,195.00

2. Permits or licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

SEE EXHIBIT 1

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

SOUTHERN NEW ENGLAND
TELECOMMUNICATIONS CORPORATION
227 CHURCH STREET
NEW HAVEN, CT 06510

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

SBC COMMUNICATIONS INC.
175 EAST HOUSTON
SAN ANTONIO, TX 78205

5. Permittee or Licensee represents: (check one)

☒ That there is attached to this application as Exhibit No. 2 a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: _____ Date filed: _____

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)	Date
SNET CELLULAR, INC.	<i>Joan H. Watten</i>	VICE PRESIDENT - WHOLESALE BUSINESS SERVICES	2/19/98

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

☒ Sale or other transfer or assignment of stock (Complete item 6(b)).

☐ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred	SEE EXHIBIT 3	
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. 3 a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Transferor Licensee (Must agree with Item 3)	Signature	Title (Office Held by Person Signing)	Date
SOUTHERN NEW ENGLAND TELECOMMUNICATIONS	<i>Michael M. D. [Signature]</i>	SENIOR VICE PRESIDENT GENERAL COUNSEL AND SECRETARY	2/19/98

PART III - To be completed by Transferee

8. Transferee is: (check one)

☐ INDIVIDUAL

☐ PARTNERSHIP

☒ CORPORATION

☐ UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. 3 a statement of transferee's principal business.

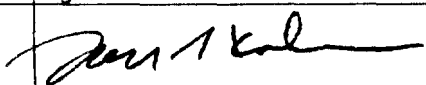
10. Attach as Exhibit No. 4 a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤	N/A	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. <u>X</u> one copy, properly certified of the partnership agreement, or if oral, complete details thereof.		N/A	
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? DELAWARE			
(1) Attach as Exhibit No. <u>5</u> a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.			
(2) Attach as Exhibit No. <u>6</u> the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of the transferee's stock			
a. Is any director or officer an alien? SEE EXHIBIT 7	➤	X	
b. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		X
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. <u>X</u> the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. _____ a statement relating the facts. SEE EXHIBIT 3	➤	X	
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. <u>X</u> a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	➤	N/A	
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. <u>X</u> a statement relating all the pertinent circumstances.	➤		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. <u>X</u> a statement relating the facts.	➤		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. <u>X</u> a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. <u>X</u> a statement relating the facts.	➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		
SEE EXHIBIT 8		X	
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		
SEE EXHIBIT 8		X	

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. <u>X</u> a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. <u>X</u> a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. <u>X</u> , describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤		X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. <u>SEE EXHIBIT 3 FOR DESCRIPTION OF TRANSACTION</u>			
	➤		X
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. <u>X</u> , describe the obligations, methods by which acquired, and the dates on which they were obtained.			
	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. <u>X</u> a single certified copy of such authorization. *			
	➤	X	
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?			
	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules? <u>SEE EXHIBIT 9</u>			
	➤	X	
28. Attach as Exhibit No. <u>3</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.			
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X N/A
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part-III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?			
	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?			
	➤	X	

CERTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S.Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S.Code, Title 47, Section 503).

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
James S. Kahan		Senior Vice President -- Corporate Development	February 18, 1998

*THE NECESSARY APPROVALS ARE BEING SOUGHT AND WILL BE SUPPLIED TO THE COMMISSION ON REQUEST.

INSTRUCTIONS FOR COMPLETING FCC FORM 704

A. FCC Form 704 is to be used when applying for consent to transfer of control of corporation holding common carrier (or noncommon carrier) radio station construction permit or license under 47 CFR Parts 21, 23, 25 or 101.

B. Submit an original and one copy to the FEDERAL COMMUNICATIONS COMMISSION, Washington, DC 20554 in ample time to be acted upon by the Commission prior to contemplated date of transfer of control. Submit two extra copies for each authorization listed in Item 2.

C. You may be required to submit a fee with your application. Please refer to either 47 CFR 1.1105 or the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides for the appropriate fee requirements.

Enter the correct Fee Type Code for the service you are applying for in Column 1 of Item 1(b). Enter the Fee Multiple in Column 2. Certain applications may request action with respect to more than one station, license, frequency, or party and can be submitted together with one check if they meet specific conditions. Column 2 may be used to indicate a fee multiple (i.e., two or more is being applied for). Enter in Column 3 the result obtained from multiplying the value of the Fee Type Code by the number entered in the Fee Multiple, if any. Complete Line 2 of Item 1(b) and Columns 1, 2, and 3 if you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code. Add all amounts shown in Column 3, Lines 1 and 2. Your payment should equal this amount.

D. FCC Form 704 consists of three parts which are to be completed as follows: Part I - to be completed by Permittee or Licensee; Part II - to be completed by Transferor; Part III - to be completed by Transferee.

E. Before this application is prepared, the applicant should refer to 47 CFR Parts 1, 21, 23, 25 and 101, the Commission's Rules governing the execution and filing of this application. Items 16 and 29 apply to 47 CFR Part 21 applicants only.

F. Approval of this application is not to be construed as a modification of outstanding authorization.

G. Number each document or statement required to be filed as an exhibit consecutively. Enter the numbers in the space provided in the items of the form. When an exhibit is not required, enter an "X" in the blank space.

H. All applicants are to complete Item 2, Columns (a), (b) and (c). Services which may be listed in Column (c) for Part 25 include: Transmit Earth Stations; Satellite Systems (Column (d) does not apply); Small Transmit/Receive Earth Station; Receive Only Earth Stations; and Space Stations (Column (d) does not apply). Part 21 services include: Point-to-Point Microwave Radio; Multipoint Distribution; Local Television Transmission; Digital Electronic Message; and Fixed Subsidiary Communications Authorization. The service for Part 23 is International Fixed Public Radio.

Column (d) is to be completed only by applicants requesting transfer of control for authorizations issued in the domestic satellite services (under 47 CFR Part 25) for each authorization listed.

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. Where there is an indication of violation or potential violation of a statute, regulation, rule or order, your application may be referred to the appropriate Federal, state, or local agency responsible for investigating or prosecuting a violation or for enforcing or implementing the statute, rule, regulation or order. In certain cases, the information in your application may be disclosed in any legal proceeding to which the Commission is a party before a court or administrative body; to the Dept. of Justice or in a proceeding before a court or adjudicative body. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission rules.

Public reporting burden for this collection of information is estimated to average eight hours per response including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this collection of information to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0048) or via the Internet to jboley@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control number.

Further questions can be directed to the Wireless Telecommunications Bureau Consumer Assistance staff at 1-800-322-1117.

The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

Part 101¹

SNET Cellular, Inc.

(a) Call Sign	(b) File Number	(c) Service
WLL933 ²	97-04820	Point-to-Point Microwave Radio
WMR348	95-13019	Point-to-Point Microwave Radio
WLN545	95-13019	Point-to-Point Microwave Radio
WLN550 ²	97-04821	Point-to-Point Microwave Radio
WLN553	95-13019	Point-to-Point Microwave Radio
WLN554	95-13019	Point-to-Point Microwave Radio
WLN555	95-13019	Point-to-Point Microwave Radio
WMK931	95-13019	Point-to-Point Microwave Radio
WMK977	95-13019	Point-to-Point Microwave Radio
WMQ675 ³	95-13019	Point-to-Point Microwave Radio
WMQ909	95-13019	Point-to-Point Microwave Radio
WMR347 ²	97-04822	Point-to-Point Microwave Radio
WMR511	95-13019	Point-to-Point Microwave Radio
WLN546	95-13020	Point-to-Point Microwave Radio
WLN547	95-13020	Point-to-Point Microwave Radio
WLN548	95-13020	Point-to-Point Microwave Radio
WLN549	95-13020	Point-to-Point Microwave Radio
WMR283	95-13020	Point-to-Point Microwave Radio
WMR412	95-13020	Point-to-Point Microwave Radio
WMS701 ²	97-04819	Point-to-Point Microwave Radio
WPJC587 ²	97-04818	Point-to-Point Microwave Radio
Attleboro ⁴	97-04817	Point-to-Point Microwave Radio
Matunuck ⁴	97-04813	Point-to-Point Microwave Radio
North Dartmouth ⁴	97-04814	Point-to-Point Microwave Radio
Central Village ⁴	97-04815	Point-to-Point Microwave Radio
Westport ⁴	97-04816	Point-to-Point Microwave Radio

¹ Some of these authorizations were initially received under Part 21.

² Modification application pending.

³ As discussed with Commission staff, frequency coordination has been initiated by SNET with respect to two additional paths from this location.

⁴ Initial authorization application pending. Station name has been provided in lieu of call sign.

Response to Item 5.

Attached is a certified copy of the Articles of Incorporation of the Licensee, SNET Cellular, Inc.

CERTIFICATE

AMENDING OR RESTATING CERTIFICATE
OF INCORPORATION
§1-22

☐ ORIGINAL
CERTIFICATE

☐ BOARD OF DIRECTORS
AND SHAREHOLDERS
(Stock Corporation)

☐ BOARD OF DIRECTORS
AND MEMBERS
(Nonstock Corporation)

STATE OF CONNECTICUT SECRETARY OF THE STATE

For office use only
REC'D BY
INITIALS

1. NAME OF CORPORATION

SNEI Corporation, Inc.

DATE

November 1, 1990

2. The Certificate of incorporation is ☐ A. AMENDED ONLY ☒ B. AMENDED AND RESTATED ☐ C. RESTATED ONLY by the following resolution

WITNESSETH: That the Certificate of Incorporation is amended and restated as shown in the attached Exhibit A.

on Exhibit A attached hereto.

3. (Omit if 2A is checked.)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any; if none, so indicate.)

Provide for limited liability for Directors.

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

☐ 4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)

We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

SIGNED	SIGNED	SIGNED
APPROVED		
(All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote; if none, so indicate)		
SIGNED	SIGNED	SIGNED

BY ACTION OF INCORPORATORS

(Over)

BY ACTION OF BOARD OF DIRECTORS

- ☐ 4. (Omit if 2.C is checked.) The above resolution was adopted by the board of directors acting alone, there being no shareholders or subscribers, the board of directors being so authorized pursuant to Section 33-341, Conn. G.S. as amended and no applicants for membership entitled to vote on such resolution.

5. The number of affirmative votes required to adopt such resolution is:

6. The number of directors' votes in favor of the resolution was:

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)

NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)

SIGNED (President or Vice President)

SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS

- ☒ 4. The above resolution was adopted by the board of directors and by shareholders.

5. Vote of shareholders:

(a) (Use if no shares are required to be voted as a class.)

NUMBER	SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)

NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)

Peter P. Bassermann, President

Mark W. Bluemling, Secretary

SIGNED (President or Vice President)

SIGNED (Secretary or Assistant Secretary)

BY ACTION OF BOARD OF DIRECTORS AND MEMBERS

- ☐ 4. The above resolution was adopted by the board of directors and by members.

5. Vote of members:

(a) (Use if no members are required to vote as a class.)

NUMBER OF MEMBERS VOTING	TOTAL VOTING POWER	VOTE REQUIRED FOR ADOPTION	VOTE FAVORING ADOPTION

(b) (If the members of any class are entitled to vote as a class, indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (Print or Type)

NAME OF SECRETARY OR ASSISTANT SECRETARY (Print or Type)

SIGNED (President or Vice President)

SIGNED (Secretary or Assistant Secretary)

For office use only

<p>NOTARIAL PUBLIC STATE OF CONNECTICUT</p> <p>My commission expires on _____</p> <p>My term of office begins on _____</p> <p>My office is located at _____</p> <p>My office is located at _____</p> <p>My office is located at _____</p>	<p>FILING FEE \$ _____</p> <p>CERTIFICATION FEE \$ _____</p> <p>TOTAL FEES \$ _____</p> <p>SIGNED (For Secretary of the State) _____</p> <p>CERTIFIED COPY SENT ON (Date) _____</p> <p>INITIALS _____</p> <p>SO _____</p> <p>CAED _____</p> <p>LIST _____</p> <p>PROOF _____</p>
---	--

The name

ARTICLE 2

The nature of the business to be transacted, or the purposes to be promoted or carried out by the Corporation, are as follows:

- (a) To provide wholesale cellular and mobile telephone service,
- (b) To engage in any other lawful activity or act for which corporations may be organized under the Connecticut Stock Corporation Act, as amended, and
- (c) In furtherance of the above, to purchase, grant, sell, lease or service all kinds of property, real, personal or mixed, and to do and execute all acts, matters and things which may be deemed necessary or convenient.

ARTICLE 3

The authorized number of shares of each such class, and the par value (if any) of each share thereof, are as follows:

The total number of shares which the Corporation shall have the authority to issue is 25,000 shares of voting common stock, having a par value of \$1.00 per share.

ARTICLE 4

The terms, limitations and relative rights and preferences of each class of shares and series thereof (if any), or an express grant of authority to the Board of Directors pursuant to Section 33-341 of the Connecticut General Statutes, are as follows:

None.

ARTICLE 5

The minimum amount of stated capital with which the Corporation shall commence business is one thousand dollars.

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ARTICLE 6

No person who is or was a Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty as a Director in an amount that exceeds the compensation received by the Director for serving the Corporation during the year of the violation, if such breach did not (a) involve a knowing and culpable violation of law by the Director, (b) enable the Director or an associate, as defined in subdivision (3) of Section 33-374d of the Connecticut General Statutes, on the effective date hereof and as may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his/her conduct or omission created an unjustifiable risk of serious injury to the Corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation, or (e) create liability under Section 33-321 of the Connecticut General Statutes, on the effective date hereof and as may be amended from time to time. This Article 6 shall not limit or preclude the liability of a person who is or was a Director for any act or omission occurring prior to the effective date of this Article 6. Any lawful repeal or modification of this Article 6 shall not adversely affect any limitation of liability, right or protection of a Director of the Corporation existing hereunder with respect to any breach of duty occurring prior to the effective date of such repeal or modification.

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 9th day of FEBRUARY, A.D. 1998

William S. Reynolds
SECRETARY OF THE STATE *Dac*

Exhibit No. 3 duplicates the Exhibit No. 3 to the Form 704 applying for the Commission's consent to transfer control of the licenses held by The Southern New England Telephone Company (call signs KA9704, et al.) from Southern New England Telecommunications Corporation to SBC Communications Inc. ("Telco 704"). The two Forms 704 have been filed concurrently. Accordingly, Exhibit No. 3 of the Telco 704 is incorporated herein by reference.

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Response to Item 10.

SBC owns or controls subsidiaries which provide directory publishing and classified publishing in addition to a variety of communications services. Additional information regarding SBC's subsidiaries is contained in SBC's Form 430, which has been filed as an attachment to the Form 490 applying for the Commission's consent to transfer control of the licenses held by SNET Cellular, Inc. (call signs KNKN849, et al.) from Southern New England Telecommunications Corporation to SBC Communications Inc. That 490 was filed concurrently with this Form 704. Any additional information sought by the Commission will be provided upon request.

Response to Item 14.a.(1)

Attached is a certified copy of the Articles of Incorporation of the Transferee corporation.

State of Delaware
Office of the Secretary of State

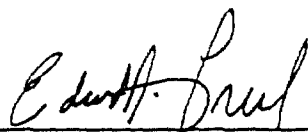
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SOUTHWESTERN BELL CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 1983, AT 2 O'CLOCK P.M.



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981040608


Edward J. Freel, Secretary of State

8897080

AUTHENTICATION:

02-02-98

DATE: